

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DEXIA SA/NV, DEXIA HOLDINGS, INC.,
FSA ASSET MANAGEMENT LLC and
DEXIA CRÉDIT LOCAL SA,

Plaintiffs,

v.

BEAR, STEARNS & CO. INC., THE BEAR
STEARNS COMPANIES, INC., BEAR
STEARNS ASSET BACKED SECURITIES I
LLC, EMC MORTGAGE LLC (f/k/a EMC
MORTGAGE CORPORATION),
STRUCTURED ASSET MORTGAGE
INVESTMENTS II INC., J.P. MORGAN
ACCEPTANCE CORPORATION I, J.P.
MORGAN MORTGAGE ACQUISITION
CORPORATION, J.P. MORGAN SECURITIES
LLC (f/k/a JPMORGAN SECURITIES INC.),
WAMU ASSET ACCEPTANCE CORP.,
WAMU CAPITAL CORP., WAMU
MORTGAGE SECURITIES, JPMORGAN
CHASE & CO. and JPMORGAN CHASE
BANK, N.A.,

Defendants.

ECF Case

No. 12-cv-4761 (JSR)

**DECLARATION OF J. WESLEY EARNHARDT IN SUPPORT OF
DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

J. Wesley Earnhardt hereby declares under penalty of perjury that the following is
true and correct:

I am a member of the bar of this Court, and a member of Cravath, Swaine &
Moore LLP, counsel to Defendants Bear Stearns & Co. Inc. (now known as J.P. Morgan
Securities LLC), The Bear Stearns Companies Inc. (now known as The Bear Stearns Companies
LLC), Bear Stearns Asset Backed Securities I LLC, EMC Mortgage LLC (f/k/a EMC Mortgage

Corporation), Structured Asset Mortgage Investments II Inc., J.P. Morgan Acceptance Corporation I, J.P. Morgan Mortgage Acquisition Corporation, J.P. Morgan Securities LLC (f/k/a JPMorgan Securities Inc.), WaMu Asset Acceptance Corp., WaMu Capital Corp., WaMu Mortgage Securities Corp., JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A.

1. Attached hereto as Exhibit 1 is a true and correct excerpt of the Dexia Group Annual Report 2011.

2. Attached hereto as Exhibit 2 is a true and correct excerpt of the Dexia Group Annual Report 2006, the complete version of which was previously marked as Defendants' Deposition Exhibit 3.

3. Attached hereto as Exhibit 3 is a true and correct excerpt from the transcript of the November 8, 2012 30(b)(6) deposition of FSA Asset Management LLC's ("FSAM") corporate representative, Jonathan Peterson.

4. Attached hereto as Exhibit 4 is a true and correct excerpt of the Dexia Group Annual Report 2008, the complete version of which was previously marked as Defendants' Deposition Exhibit 4.

5. Attached hereto as Exhibit 5 is a true and correct excerpt of the 2006 Financial Security Assurance Holdings Ltd. Form 10-K, dated April 2, 2007.

6. Attached hereto as Exhibit 6 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00038256-86.

7. Attached hereto as Exhibit 7 is a true and correct excerpt from the transcript of the December 21, 2012 30(b)(6) deposition of FSAM's corporate representative, Jake Hendrickson.

8. Attached hereto as Exhibit 8 is a true and correct copy of a Press Release by the Dexia Group, dated July 1, 2009.

9. Attached hereto as Exhibit 9 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM00288327–91, previously marked as Defendants’ Deposition Exhibit 10.

10. Attached hereto as Exhibit 10 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00397215–16.

11. Attached hereto as Exhibit 11 is a true and correct copy of Plaintiffs’ Supplemental Responses and Objections to Defendants’ First Set of Interrogatories, and Exhibit A thereto, dated October 9, 2012.

12. Attached hereto as Exhibit 12 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00618988–9222, previously marked as Defendants’ Deposition Exhibit 22.

13. Attached hereto as Exhibit 13 is a true and correct copy of the Expert Report of Dr. Christopher M. James, submitted on behalf of Defendants in this matter and dated January 4, 2013.

14. Attached hereto as Exhibit 14 is a true and correct copy of the Expert Report of Paul J. Seguin, Ph.D, submitted on behalf of Plaintiffs in this matter and dated December 6, 2012.

15. Attached hereto as Exhibit 15 is a true and correct excerpt from the transcript of the November 27, 2012 deposition of Hongfei Zhang.

16. Attached hereto as Exhibit 16 is a true and correct excerpt from the transcript of the January 8, 2013 deposition of Russell Brewer.

17. Attached hereto as Exhibit 17 is a true and correct excerpt from the transcript of the January 4, 2013 deposition of Frank Albus.

18. Attached hereto as Exhibit 18 is a true and correct copy of the Expert Report of Ilya Eric Kolchinsky, submitted on behalf of Plaintiffs in this matter and dated December 6, 2012.

19. Attached hereto as Exhibit 19 is a true and correct copy of the Expert Report of Joseph R. Mason, Ph.D, submitted on behalf of Plaintiffs in this matter and dated December 16, 2012.

20. Attached hereto as Exhibit 20 is a true and correct copy of Defendants' Amended Notice of Fed. R. Civ. P. 30(b)(6) Deposition, dated Oct. 23, 2012, previously marked as Defendants' Deposition Exhibit 1.

21. Attached hereto as Exhibit 21 is a true and correct copy of an email from Plaintiffs' counsel, Jeroen van Kwawegen, dated November 2, 2012.

22. Attached hereto as Exhibit 22 is a true and correct copy of an email from Jeroen van Kwawegen, dated November 8, 2012.

23. Attached hereto as Exhibit 23 is a true and correct copy of a Financial Security Assurance Holdings Ltd. Form 8-K, dated July 1, 2009, previously marked as Defendants' Deposition Exhibit 194.

24. Attached hereto as Exhibit 24 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM00288460–77, previously marked as Defendants' Deposition Exhibit 14.

25. Attached hereto as Exhibit 25 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00288314–26, previously marked as Defendants’ Deposition Exhibit 33.

26. Attached hereto as Exhibit 26 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_02288392–459, previously marked as Defendants’ Deposition Exhibit 34.

27. Attached hereto as Exhibit 27 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00749367–68, previously marked as Defendants’ Deposition Exhibit 509.

28. Attached hereto as Exhibit 28 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00496184–88, previously marked as Defendants’ Deposition Exhibit 511.

29. Attached hereto as Exhibit 29 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00667905–07, previously marked as Defendants’ Deposition Exhibit 512.

30. Attached hereto as Exhibit 30 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00668282–83, previously marked as Defendants’ Deposition Exhibit 513.

31. Attached hereto as Exhibit 31 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00000163-78, previously marked as Defendants’ Deposition Exhibit 197.

32. Attached hereto as Exhibit 32 is a true and correct copy of the LBMLT 2006-6 Prospectus Supplement, dated July 21, 2006, which also includes as an attachment the applicable Prospectus, dated July 21, 2006.

33. Attached hereto as Exhibit 33 is a true and correct copy of the CARR 2006-NC3 Prospectus Supplement, dated August 7, 2006, which also includes as an attachment the applicable Prospectus, dated August 1, 2006.

34. Attached hereto as Exhibit 34 is a true and correct copy of the CARR 2006-NC5 Prospectus Supplement, dated December 14, 2006, which also includes as an attachment the applicable Prospectus, dated October 4, 2006.

35. Attached hereto as Exhibit 35 is a true and correct copy of the CARR 2006-RFC1 Prospectus Supplement, dated May 19, 2006, which also includes as an attachment the applicable Prospectus, dated May 16, 2006.

36. Attached hereto as Exhibit 36 is a true and correct copy of the CARR 2007-FRE1 Prospectus Supplement, dated April 4, 2007, which also includes as an attachment the applicable Prospectus, dated March 27, 2007.

37. Attached hereto as Exhibit 37 is a true and correct copy of the IMM 2007-A Offering Circular Supplement, dated June 29, 2007, which also includes as an attachment the applicable Offering Circular, dated June 29, 2007.

38. Attached hereto as Exhibit 38 is a true and correct copy of the IMSA 2006-2 Prospectus Supplement, dated June 28, 2006, which also includes as an attachment the applicable Prospectus, dated June 27, 2006.

39. Attached hereto as Exhibit 39 is a true and correct copy of the IMSA 2007-3 Prospectus Supplement, dated April 27, 2007, which also includes as an attachment the applicable Prospectus, dated April 27, 2007.

40. Attached hereto as Exhibit 40 is a true and correct copy of the MSST 2007-1 Prospectus Supplement, dated July 5, 2007, which also includes as an attachment the applicable Prospectus, dated June 26, 2007.

41. Attached hereto as Exhibit 41 is a true and correct copy of the NAA 2007-3 Prospectus Supplement, dated July 6, 2007, which also includes as an attachment the applicable Prospectus, dated November 17, 2006.

42. Attached hereto as Exhibit 42 is a true and correct copy of the NCMT 2007-1 Prospectus Supplement, dated July 11, 2007, which also includes as an attachment the applicable Prospectus, dated June 26, 2007.

43. Attached hereto as Exhibit 43 is a true and correct copy of the ARSI 2006-M2 Prospectus Supplement, dated August 17, 2006, which also includes as an attachment the applicable Prospectus, dated March 31, 2006.

44. Attached hereto as Exhibit 44 is a true and correct copy of the ARSI 2006-W4 Prospectus Supplement, dated April 19, 2006, which also includes as an attachment the applicable Prospectus, dated March 31, 2006.

45. Attached hereto as Exhibit 45 is a true and correct copy of the CBASS 2007-CB6 Private Placement Memorandum, dated July 11, 2007.

46. Attached hereto as Exhibit 46 is a true and correct copy of the INDX 2006-AR29 Prospectus Supplement, dated September 28, 2006, which also includes as an attachment the applicable Prospectus, dated June 14, 2006.

47. Attached hereto as Exhibit 47 is a true and correct copy of the RASC 2006-KS7 Prospectus Supplement, dated August 25, 2006, which also includes as an attachment the applicable Prospectus, dated August 9, 2006.

48. Attached hereto as Exhibit 48 is a true and correct copy of the RASC 2007-KS2 Prospectus Supplement, dated February 22, 2007, which also includes as an attachment the applicable Prospectus, dated December 6, 2006.

49. Attached hereto as Exhibit 49 is a true and correct copy of a Call Exercise Notice dated June 20, 2011, previously marked as Defendants' Deposition Exhibit 12.

50. Attached hereto as Exhibit 50 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00289748–53, previously marked as Defendants' Deposition Exhibit 514.

51. Attached hereto as Exhibit 51 is a true and correct copy a document produced in this litigation bearing bates numbers DEX_JPM_00010964–68, previously marked as Defendants' Deposition Exhibit 515.

52. Attached hereto as Exhibit 52 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00496230–36, previously marked as Defendants' Deposition Exhibit 516.

53. Attached hereto as Exhibit 53 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00750171–77, previously marked as Defendants' Deposition Exhibit 517.

54. Attached hereto as Exhibit 54 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00609446–54, previously marked as Defendants' Deposition Exhibit 518.

55. Attached hereto as Exhibit 55 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00385951–74.

56. Attached hereto as Exhibit 56 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00684731–75.

57. Attached hereto as Exhibit 57 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00684839–62.

58. Attached hereto as Exhibit 58 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00684890–99.

59. Attached hereto as Exhibit 59 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00684905–96.

60. Attached hereto as Exhibit 60 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00685096–128.

61. Attached hereto as Exhibit 61 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00383715–31.

62. Attached hereto as Exhibit 62 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00384586–96.

63. Attached hereto as Exhibit 63 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00384601–68.

64. Attached hereto as Exhibit 64 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00384672–713.

65. Attached hereto as Exhibit 65 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00375654–81.

66. Attached hereto as Exhibit 66 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00685183–222.

67. Attached hereto as Exhibit 67 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00154138–67.

68. Attached hereto as Exhibit 68 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00154171–97.

69. Attached hereto as Exhibit 69 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00154201–28.

70. Attached hereto as Exhibit 70 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00446014–29.

71. Attached hereto as Exhibit 71 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00154869–909.

72. Attached hereto as Exhibit 72 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00154914–52.

73. Attached hereto as Exhibit 73 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00685487–96.

74. Attached hereto as Exhibit 74 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00447081–100.

75. Attached hereto as Exhibit 75 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00447105–45.

76. Attached hereto as Exhibit 76 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00447149–84.

77. Attached hereto as Exhibit 77 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00447206–14.

78. Attached hereto as Exhibit 78 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00398219–55.

79. Attached hereto as Exhibit 79 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00398261–315.

80. Attached hereto as Exhibit 80 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00398869–902.

81. Attached hereto as Exhibit 81 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00398908–63.

82. Attached hereto as Exhibit 82 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00144199–212.

83. Attached hereto as Exhibit 83 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00428043–52.

84. Attached hereto as Exhibit 84 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00428090–145.

85. Attached hereto as Exhibit 85 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00428163–203.

86. Attached hereto as Exhibit 86 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00368822–79.

87. Attached hereto as Exhibit 87 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00368898–947.

88. Attached hereto as Exhibit 88 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00368951–60.

89. Attached hereto as Exhibit 89 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00073408–51.

90. Attached hereto as Exhibit 90 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00073472–529.

91. Attached hereto as Exhibit 91 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00108500–53.

92. Attached hereto as Exhibit 92 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00108567–600.

93. Attached hereto as Exhibit 93 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00108692–703.

94. Attached hereto as Exhibit 94 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00433964–85.

95. Attached hereto as Exhibit 95 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00433991–4040.

96. Attached hereto as Exhibit 96 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00434093–99.

97. Attached hereto as Exhibit 97 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00387202–54.

98. Attached hereto as Exhibit 98 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00681656–83.

99. Attached hereto as Exhibit 99 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00067895–925.

100. Attached hereto as Exhibit 100 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00067973–8024.

101. Attached hereto as Exhibit 101 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00068072–82.

102. Attached hereto as Exhibit 102 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00441072–122.

103. Attached hereto as Exhibit 103 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00441135–65.

104. Attached hereto as Exhibit 104 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00441169–78.

105. Attached hereto as Exhibit 105 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00350748–76.

106. Attached hereto as Exhibit 106 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00350797–847.

107. Attached hereto as Exhibit 107 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00372236–44.

108. Attached hereto as Exhibit 108 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00684481–511.

109. Attached hereto as Exhibit 109 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00684514–22.

110. Attached hereto as Exhibit 110 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00684528–80.

111. Attached hereto as Exhibit 111 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00684582–88.

112. Attached hereto as Exhibit 112 is a true and correct copy of a document produced in this litigation bearing bates numbers DEX_JPM_00137315–32.

113. Attached hereto as Exhibit 113 is a true and correct excerpt from the transcript of the January 18, 2013 deposition of Laurent Bouscharain.

114. Attached hereto as Exhibit 114 is a true and correct copy of New Issue Marketing Materials for JPALT 2006-A6, dated October 18, 2006, previously marked as Defendants' Deposition Exhibit 196.

115. To the extent not already attached hereto, the Prospectuses and Prospectus Supplements for the Offerings at issue are available online at www.sec.gov. Defendants will promptly provide them should the Court wish to review a copy.

Dated: January 21, 2013



J. Wesley Earnhardt